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Attorneys for Plaintiff
CPFilms, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CP Films, Inc. : Case No. 07 CV 7329 (SHS)
Plaintiffs, : Honorable Judge Sydney H. Stein
-against- : Jury Trial Demanded
Edward Sadlowski d/b/a :
SOLAR LUNAR Performance :
Film and/or LUNAR SOLAR FILM, :
An Individual :
Defendant. :
-----x

**REPLY OF PLAINTIFF CP FILMS, INC. TO DEFENDANT'S
COUNTERCLAIMS**

Plaintiff CPFilms, Inc., by and through their undersigned attorneys, hereby replies to Defendant's Counterclaims made in Defendant's Answer and assert Affirmative Defenses in the above-captioned matter as follows:

1. Plaintiff denies the allegations of paragraph 35 of Defendant's Answer.
2. Plaintiff denies the allegations of paragraph 36 of Defendant's Answer.
3. Plaintiff admits only that Defendant is an individual. Plaintiff otherwise is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of paragraph 37 and therefore denies the remaining allegations of paragraph 37 of Defendant's Answer.
4. Plaintiff admits the allegations of paragraph 38 of Defendant's Answer.
5. Plaintiff admits the allegations of paragraph 39 of Defendant's Answer.
6. Plaintiff admits the allegations of paragraph 40 of Defendant's Answer.
7. Plaintiff admits only that it advertises its products sold under the LLumar trademark, however any amounts spent on advertising are confidential business information of Plaintiff. Plaintiff otherwise denies the remaining allegations of paragraph 41 of Defendant's Answer.
8. Plaintiff is without knowledge of information sufficient to form a belief as to the truth of the allegations contained in paragraph 42 of Defendant's Answer.
9. Plaintiff denies the allegations of paragraph 43 of Defendant's Answer.
10. Plaintiff denies the allegations of paragraph 44 of Defendant's Answer.
11. Plaintiff denies the allegations of paragraph 45 of Defendant's Answer.
12. Plaintiff denies the allegations of paragraph 46 of Defendant's Answer.
13. Plaintiff denies the allegations of paragraph 47 of Defendant's Answer.

AFFIRMATIVE DEFENSES

1. Upon information and belief, Defendant's Counterclaims fail to state a claim upon which relief may be granted against Plaintiff.
2. Defendant is barred from recovering attorneys' fees against Plaintiff.
3. Defendant's counterclaims violate Rule 11, Fed. R. Civ. P.

WHEREFORE, Plaintiff CP Films, Inc. demands judgment dismissing Defendant's counterclaims in their entirety and that the Court order Defendant to pay to Plaintiff CP Films, Inc. the costs and disbursements of this action, including reasonable attorney fees and granting to Plaintiff such other and further relief as the Court may deem just and proper.

Jury Trial Demanded

Plaintiff demands trial by jury on all claims raised in Defendant's counterclaims that are triable to a jury.

DATED: New York, New York

December 7, 2007

Tiajoloff & Kelly

Edward Kelly

Edward P. Kelly (8340)
Attorneys for Plaintiff CP Films, Inc.

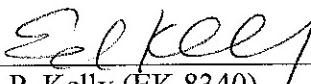
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CERTIFICATE OF SERVICE

A copy of the foregoing Plaintiff CP Films, Inc.'s Answer to Defendant's Counterclaims, was served this 7th day of December, 2007, by first class mail, postage prepaid, and by email upon counsel for Plaintiff as follows:

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